SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1214843

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



SEC USE ONLY						
Prefix	Serial					
DAT	E RECEIVED					

Name of Offering ([] check if this is an amendment and name has changed, a Santa Regina International, Ltd.	and indicate change.)
Filing Under (Check box(es) that apply):  [ ] Rule 504 [ ] Rule 505 [ X ] Rule 506  Type of Filing: [ X ] New Filing [ ] Amendment	[] Section 4(6) [] ULOE PROCESSED
A. BASIC IDENTIFICATION DATA	MAR 3 0 2005 E
Enter the information requested about the issuer	THOMSON FINANCIAL
Name of Issuer ([ ] check if this is an amendment and name has changed, an Santa Regina International, Ltd.	nd indicate change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code) 3000 S. I-45, Palmer, Texas 75252 (972)	Telephone Number 2) 845-3200
Address of Principal Business Operations (Number and Street, City, State, Z (Including Area Code) (if different from Executive Offices) same	ip Code) Telephone Number
Brief Description of Business The Partnership was organized for the purp	ose of manufacturing and marketing

and engineered stone flooring covering.

Type of Business Organiz	ation	•		
[ ] corporation	[x] limited partnership, already formed	[ ] other (please specify):		
[ ] business trust	[ ] limited partnership, to be formed			
	Month Year			
Actual or Estimated Date	of Incorporation or Organization: [0]9] [0]2]	[x] Actual [ ] Estimated		
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Ser CN for Canada; FN for other foreign			
		<del> </del>		

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULCE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that [x] Promoter [] Beneficial [ ] Executive [ ] Director [ X ] General and/or Apply: Officer Managing Partner Full Name (Last name first, if individual) Santa Regina GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 3000 S. I-45, Palmer, Texas 75152 [X] Director Check Box(es) [x] Promoter [] Beneficial [x] Executive [ ] General that Apply: Owner Officer Manager and/or Managing Partner Full Name (Last name first, if individual) Fonts, Carlos E. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 S. I-45, Palmer, Texas 75152 Check Box(es) [x] Promoter [] Beneficial [x] Executive [X] Director [ ] General that Apply: Owner Officer Manager and/or Managing Partner Full Name (Last name first, if individual) Kennington, Craig H. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 S. I-45, Palmer, Texas 75152 Check Box(es) that [x] Promoter [] Beneficial [x] Executive [ ] Director [ ] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Rostik, Libor F. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 S. I-45, Palmer, Texas 75152 Check Box(es) that [X] Promoter [] Beneficial [X] Executive [ ] Director [ ] General and/or Officer Managing Apply: Owner Partner

Each executive officer and director of corporate issuers and of corporate general and managing partners

Business or Residence Address (Number and Street, City, State, Zip Code) 3000 S. I-45, Palmer, Texas 75152

Full Name (Last name first, if individual)

Fonts, Carlos A.

	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)												
,		•			B. INFO	RMATIC	ON ABO	UT OFF	ERING				
	s the iss		d, or doe	s the is	suer inte	nd to se	ll, to nor	n-accredi	ted inves	stors in t	his	Yes No	
			An	swer als	o in App	endix, C	olumn 2	t, if filing	under U	LOE.			
2. Wh	at is the	e minimu	ım inves	tment t	nat will b	е ассер	ted from	any indi	vidual?	•••••		\$ <u>500,000</u>	<u>}</u>
3. Do	es the o	ffering p	ermit jo	int owne	ership of	a single	unit?					Yes No [X][ ]	
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States	in Whi	ch Pers	on Lister	d Hae S	olicited (	or Intend	s to Soli	cit Purch	asers	-,			
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[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[M\]	[WI]	[WY]	[PR]	
Full N	ame (La	ast name	e first, if	individu	al)								
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States	in Whi	ch Perso	on Listed	d Has S	olicited o	or Intend	s to Soli	cit Purch	asers				
(Chec	k "All	States"	or chec	k indiv	idual S	tates)		•••		[	] All	States	
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busi	ness or R	esidend	e Addre	ss (Nun	nber and	Street,	City, Stat	te, Zip Cod	le)			
(Check "All States" or check individual States)	Nam	e of Asso	ciated E	Broker o	Dealer								
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID [IL] [IN] [IN] [IN] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PF [VES blank sheet, or copy and use additional copies of this sheet, as necessary.)  C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box "and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security Offering Price Sold Sold Enter "0" if answer is "none" or "zero." Sold Sold Enter "0" if answer is "none" or "zero." Sold Sold Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box "and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security Offering Price Sold Sold Sold Sold Sold Sold Sold Sold	State	es in Whic	ch Perso	on Listed	l Has So	olicited o	r Intends	to Solic	it Purchas	ers		***************************************	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)  C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS  1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security  Debt  Equity  [] Common [] Preferred  Convertible Securities (including warrants)  Partnership Interests  Other (Specify  Nawer also in Appendix, Column 3, if filling under ULOE.  2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or zero."  Aggregate  Number  Investors  Aggregate  Number  Dollar Amo  of Purchase	[MT]	[NE]	[NV]	[HM]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS  1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security  Debt  Type of Security  Debt  [] Common [] Preferred  Convertible Securities (including warrants)  Partnership Interests (including warrants)  Other (Specify)  Total	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[AW]	[WV]	[WI]	[WY]	[PR]
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security  Debt  Type of Security  Debt  [] Common [] Preferred  Convertible Securities (including warrants)  Partnership Interests  Detail  Aggregate  Offering Price  Sold			(Use bla	ank she	et, or co	opy and	use add	ditional d	copies of	this sh	eet, as n	ecessa	ry.)
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purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or zero."  Aggregate  Number  Investors  O Purchase	the calres	columns be ady exchar Type of Some Debt Equity Convertibe Partnersh Other (Sportal Answ	elow the nged. Security  [ ple Security Interpoecify	] Comunities (in ests	nmon cluding	e securiti  [ ] P warrants  ].	referred	ed for exc	change an DE,	Ag Offe \$ \$ \$ \$ \$	0 0 0 0 0 0 000,000	\$ \$ \$ \$ \$ \$	0 0 0 0 0
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· · · · · · · · · · · · · · · · · · ·		C. OFFERING PRICE, NUMBER OF INVESTORS, EXP  I. Enter the aggregate offering price of securities included in this off and the total amount already sold. Enter "0" if answer is "none" or "z he transaction is an exchange offering, check this box " and indicate he columns below the amounts of the securities offered for exchange already exchanged.  Type of Security  Debt								<u> </u>	\$	_0	

Full Name (Last name first, if individual)

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Securi	Solo	ar Amount	
Rule 505	0	_\$	0	
Regulation A	0	\$	0	
Rule 504	0	\$	0	_
Total	0	\$	0	

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[x]\$0
Printing and Engraving Costs	[x]\$0
Legal Fees	[x]\$0
Accounting Fees	[x]\$0
Engineering Fees	[x]\$ <u>       0                             </u>
Sales Commissions (specify finders' fees separately)	[x]\$0
Other Expenses (identify)	[x]\$ <u>0</u>
Total	[x]\$0

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ............

\$ 2,000,000

Dallar Amarint

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers,	Payments
	Directors, &	•
	Affiliates	Others
Salaries and fees	[x] \$ <u>       0                             </u>	[x] \$ <u>      0                              </u>
Purchase of real estate	[x] \$ <u>       0                             </u>	[x] \$ <u>      0                              </u>
Purchase, rental or leasing and installation of machinery and equipment	[x] \$ <u>0</u>	[x] \$ <u>        0                            </u>
Construction or leasing of plant buildings and facilities	[x] \$ <u>       0                             </u>	[x] \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[x] \$0	[x] \$ <u>0</u>
Repayment of indebtedness	[x] \$ <u>       0                             </u>	[x] _ \$
Working capital	[x] \$0	[x] \$2,000,000
Other (specify):	[×] \$0	[x] \$ <u>0</u>
	[x] \$0	[x] \$0
Column Totals	[x] \$ <u>      0                              </u>	[x] \$2,000,000
Total Payments Listed (column totals added)	[x]	\$2,000,000

Payments to

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type) Santa Regina International, Ltd.	Signature /	Date 3/10/05
Name of Signer (Print or Type) Santa Regina GP, LLC, General Partner	Title of Signer (Print or Type)	
Santa Regina Cr., 220, Contrain and Cr.	Craig Kenning, Chief Operatin	g Officer
i e	t	

#### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE							
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No						
See Appendix, Column 5, for state response.							

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Santa Regina International, Ltd.	Signature Unit	Date 3/10/05
Name of Signer (Print or Type) Santa Regina GP, LLC, General Partner	Title of Signer (Print or Type)	
	Craig Kennington, Chief Oper	rating Officer

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

						4			
1	2		3			5 Disqualification			
			Type of security			under State ULOE			
	Intend t		and aggregate					(if yes, attach	
	to non-acc				Type of	investor and		explana	
	investors (Part B-I		offered in state (Part C-Item 1)	ar ar	nount pu Part	rchased in State : C-Item 2)		waiver g (Part E-l	ranted)
	(Fait D-I		(Fart C-item 1)	Number of		Number of	1	(rante-	
				Accredited		Non-Accredited			
State	Yes	No		Investors			Amount	Yes	No
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UT		×	\$2,000,000 Ltd Partnership	0	0	0	0		X
UT VT		X	\$2,000,000 Ltd Partnership	O	0	O	0		X
UT VT VA		X	\$2,000,000 Ltd Partnership	0	0	0	0		X
UT VT VA WA			\$2,000,000 Ltd Partnership	0	0	0	0		X
UT VT VA WA		X	\$2,000,000 Ltd Partnership	0	0	0	0		X

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002